



**GE Transportation
Systems**

Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

17405-2

January 9, 1992

JAN 10 1992 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

2-010A016

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

**Subject: Recordation of Memorandum of
Locomotive Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, are duplicate execution copies of a Memorandum of Lease Agreement, dated as of December 20, 1991, between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405-C.

The names and addresses of the parties to the enclosed Memorandum of Locomotive Lease are as follows:

LESSOR:	General Electric Company 2901 East Lake Road Erie, Pennsylvania 16531
LESSEE:	Burlington Northern Railroad Company 9401 Indian Creek Parkway P. O. Box 29136 Overland Park, KS 66201

JAN 10 11 53 AM '92
MOTOR OPERATING UNIT

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

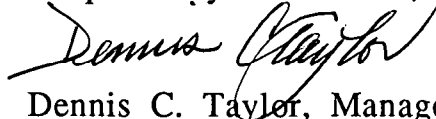
Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to Michael J. Baughman, Counsel, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Locomotive Lease, dated as of December 20, 1991, between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"), relating to nine (9) General Electric Diesel Electric Locomotives, bearing Road No's. 8015, 8056, 8123, 8124, 8134, 8132, 8135, 8137, & 8150.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Dennis C. Taylor".

Dennis C. Taylor, Manager-
Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric	Nine	8015
Diesel Electric		8056
Locomotives		8123
		8124
		8134
		8132
		8135
		8137
		8150

Interstate Commerce Commission
Washington, D.C. 20423

1/21/93

OFFICE OF THE SECRETARY

Michael J. Baughman

Counsel

General Electric Company

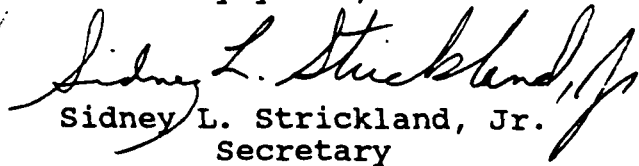
2901 East Lake Road , Building 14-5

Erie, Pennsylvania 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/92 at 12:05pm , and assigned recordation number(s). 17405-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

JAN 10 1992 12 05 PM

MEMORANDUM OF LEASE INTERSTATE COMMERCE COMMISSION

On the 20th day of December, 1991, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Burlington Northern Railroad Company, a Delaware corporation with offices at 10550 Barkley, Overland Park, Kansas 66212 ("Lessee"), entered into Locomotive Lease Schedule Number BN 91-2, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated November 7, 1991 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on November 15, 1991 at 2:25 P.M. under I.C.C. file/index number 17405-C.

Road Numbers		Model
8015	8132	C30-7
8056	8135	
8123	8137	
8124	8150	
8134		

GENERAL ELECTRIC COMPANY

By: [Signature]
D. C. Taylor, Manager-Locomotive Leasing

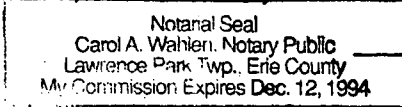
BURLINGTON NORTHERN RAILROAD COMPANY

By: [Signature]
Name William W. Francis
Title Senior VP INM

Commonwealth of Pennsylvania }
County of Erie }

On this, the 20th day of December, 1991, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager-Locomotive Leasing of General Electric Company, a corporation, and that he as Manager-Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager-Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.



[Signature]
Notary Public

My commission expires:

State of Texas }
County of TARRANT }

On this, the 8th day of January, 1992, before me, the undersigned officer, personally appeared W. W. Francis, who acknowledged himself to be the Senior Vice President INM of Burlington Northern Railroad Company, a corporation, and that he as Senior Vice President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Senior Vice President.

In witness whereof, I hereunto set my hand and official seal.

[Signature]
Notary Public

My commission expires:



ANNEX 1

LOCOMOTIVE LEASE SCHEDULE NUMBER BN 91-2

A. Nine (9) General Electric Model C30-7 diesel electric locomotives (the "Locomotives") bearing the following road numbers, having the following casualty values, and being placed into Lessee's service pursuant to a Master Lease Agreement dated November 7, 1991 on the following dates:

<u>Road Number</u>	<u>Casualty Value</u>	<u>Estimated Service Date</u>
8015	\$200,000	December 6, 1991
8132	\$200,000	December 6, 1991
8137	\$200,000	December 6, 1991
8056	\$200,000	December 20, 1991
8123	\$200,000	December 20, 1991
8124	\$200,000	December 20, 1991
8134	\$200,000	December 20, 1991
8135	\$200,000	December 20, 1991
8150	\$200,000	December 20, 1991

B. The term of the Locomotive Lease resulting from execution of this Locomotive Lease Schedule shall commence with respect to each Locomotive described above on the date of delivery of such Locomotive by Lessor to Lessee. Such term shall expire on March 20, 1992.

C. The daily rent to be paid for each Locomotive described above during the term, also described above, shall be \$250.

D. Each Locomotive will be delivered by Lessor to Lessee at the Conrail 51st Street yard Chicago, Ill and returned to Lessor by Lessee upon termination of this Locomotive Lease Schedule at the same location.

**BURLINGTON NORTHERN RAILROAD
COMPANY**

By: D. D. Francis

Title Dr VP Lnm

Date January 7, 1992

GENERAL ELECTRIC COMPANY

By: D. Taylor

D.C. Taylor, Manager-Locomotive Leasing

Date Dec 20, 1991